



NUCOAL
RESOURCES LTD

ASX Announcement

26 October 2018

Annual General Meeting – Notice of Meeting, Proxy Form and Annual Report

Attached are the Notice of Meeting and Proxy Form being sent to shareholders for the Annual General Meeting of NuCoal Resources Ltd (**Company**).

The Annual General Meeting of the Company will be held at **10.30am** (Sydney Time) on **Thursday 29 November 2018** at:

Taurus Funds Management Pty Ltd
Suite 4101, Level 41, Gateway
1 Macquarie Place
Sydney NSW 2000

All NCR shareholders who have elected to receive a copy of the Annual Report will receive a copy of that report by mail.

For further enquiries please contact:

Megan Etccl
Company Secretary
Tel: +61 2 4015 0500

Registered Office
Unit 8, 24 Garnett Road
Greenhills NSW 2323
T +61 2 4015 0500
F +61 2 4015 0599
E admin@nucoal.com.au
www.nucoal.com.au

ASX:NCR • Share Information

Issued Shares: 768.6m

Board of Directors

Chairman:	G. Galt
Non Executive Director:	G. Lewis
Non Executive Director:	M. Davies
CFO, CEO and Company Secretary:	M. Etccl

2018

Notice of Annual General Meeting and Explanatory Memorandum

Date: Thursday 29 November 2018
Time: 10:30am (Sydney time)
Place: Taurus Funds Management Pty Ltd
Suite 4101, Level 41, Gateway
1 Macquarie Place, Sydney NSW 2000



If you have any questions about the Resolutions or other information contained in this Notice of Meeting or in the Explanatory Memorandum, please contact the Company Secretary on +61 2 4015 0500, Monday to Friday between the hours of 9:00am and 5:00pm (Sydney time).

Please read this Notice of Meeting and accompanying Explanatory Memorandum carefully. If you are not able to attend the Annual General Meeting of Shareholders, please complete and return the Proxy Form in accordance with the specific directions.

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Notice is hereby given that the Annual General Meeting of the Shareholders of NuCoal Resources Ltd (the **Company** or **NuCoal**) will be held on Thursday 29 November 2018 at 10:30am (Sydney time) at Suite 4101, Level 41, Gateway, 1 Macquarie Place, Sydney NSW 2000.

This Notice of Meeting incorporates, and should be read together with, the Explanatory Memorandum and Proxy Form.

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual Financial Report of the Company and its controlled entities for the financial year ended 30 June 2018 together with the declaration of the Directors, the Directors' Report and the Auditors' Report.

Note: There is no vote on this item.

RESOLUTIONS

1. REMUNERATION REPORT

To consider and if thought fit, pass the following resolution as an ordinary resolution:

To adopt the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2018.

Note: Under the Corporations Act, this resolution is advisory only and does not bind the Directors or the Company.

2. RE-ELECTION OF DIRECTOR

To consider and if thought fit, pass the following resolution as an ordinary resolution:

That Mr. Gordon Galt, who retires by rotation in accordance with Rule 20.2(a) of the Company's Constitution and, being eligible, be re-elected as a Director of the Company.

By order of the Board

Dated: 8 October 2018



Megan Etccl
Company Secretary

VOTING ENTITLEMENTS

Eligibility to vote

The Board has determined that a Shareholder's voting entitlement at the Annual General Meeting will be taken to be the entitlement of a person or company shown in the register of Shareholders as at 7:00pm (Sydney time) on Tuesday 27 November 2018.

Voting at the meeting

Ordinary resolutions require the support of more than 50% of Shareholders voting in person, by proxy, by representative or by attorney. Special resolutions require the support of at least 75% of Shareholders voting in person, by proxy, by representative or by attorney.

Proxies

- A Shareholder entitled to attend the Annual General Meeting and vote has a right to appoint a proxy. A Proxy Form accompanies this Notice of Meeting for this purpose.
- The proxy need not be a Shareholder of NuCoal.
- Any instrument appointing a proxy in which the name of the appointee is not completed will be regarded as given in favour of the Chairman of the Annual General Meeting.
- The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Annual General Meeting and voting personally. The appointment of a proxy is not revoked by the Shareholder attending and taking part in the Annual General Meeting, but if the Shareholder votes on any resolution, any proxy is not entitled to vote, and must not vote, as the Shareholder's proxy on the resolution.
- Shareholders who are entitled to cast two or more votes may appoint not more than two proxies to attend and vote at the Annual General Meeting. When appointing two proxies, please either obtain an additional Proxy Form from the Company's Share Register or copy the original proxy provided.
- On each Proxy Form state the nominated proportion or number of votes each proxy may exercise. If no such proportion or number is specified, each proxy may exercise half of the votes. Neither proxy may vote on a show of hands.
- Proxy Forms must be signed by a Shareholder or the Shareholder's attorney, or if the Shareholder is a corporation must be signed in accordance with section 127 of the Corporations Act or under the hand of its

attorney or duly authorised officer. If the Proxy Form is signed by a person who is not the registered Shareholder (e.g. an attorney), then the relevant authority (e.g. in the case of Proxy Forms signed by an attorney, the power of attorney or a certified copy of the power of attorney) must either have been provided previously to NuCoal or be enclosed with the Proxy Form.

- To be effective, Proxy Forms must be received no later than 10:30am (Sydney time) Tuesday 27 November 2018, by the Company at its registered office or deposited at or faxed to the Company's Share Registry at:

Online: www.linkmarketservices.com.au
By Mail: NuCoal Resources Limited
c/- Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

By Fax: +61 2 9287 0309
Info line: +61 1300 554 474

- If a body corporate is appointed as a proxy, please write the full name of that body corporate (e.g. Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:
 - (a) appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and
 - (b) provides satisfactory evidence to the Company or the share registry of its corporate representative's appointment before the Annual General Meeting.

If no such evidence is received before the Annual General Meeting, then the body corporate (through its representatives) will not be permitted to act as proxy.

- If the Proxy Form is left undirected with respect to any resolutions and in favour of the Chairman (or if your appointed proxy fails to attend), then the Chairman will vote such proxies in favour of those resolutions.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum contains an explanation of, and information about, the Resolutions to be considered at the Annual General Meeting.

The Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

BUSINESS

Resolution 1 – Remuneration Report

The Remuneration Report is set out on pages 5 to 10 of the Company's 2018 Annual Report. A copy of the Annual Report is available on the Company's website at www.nucoal.com.au.

The Remuneration Report sets out the Company's remuneration arrangements for Directors, including key management personnel, collectively referred to as Executive KMP. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Under section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote of the Shareholders at the Annual General Meeting. This resolution is advisory only and does not bind the Directors or the Company.

Under a recent amendment to the Corporations Act (**Legislative Amendment**), if 25% or more of votes that are cast on the resolution are voted against the adoption of the remuneration report, at two consecutive annual general meetings, Shareholders will be required to vote at the second of these annual general meetings on a resolution (a **Spill Resolution**) that another meeting be held within 90 days (**Spill Meeting**), at which:

- (a) all of the Company's Directors cease to hold office immediately before the end of the Spill Meeting; and
- (b) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting will be put to the vote at the Spill Meeting.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

Voting exclusion statement

A vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's key management personnel (**KMP**), details of whose remuneration are included in the Remuneration Report, and their closely related parties, whether as a Shareholder or as a proxy. However, a vote may be cast on Resolution 1 by a KMP or a closely related party of a KMP, if:

- the vote is cast as a proxy;
- the appointment is in writing and specifies how the proxy is to vote on Resolution 1; and

- the vote is not cast on behalf of a KMP or a closely related party of a KMP.

The Chairman's voting intention in respect of Resolution 1 is to vote any proxies appointing him in favour of the Resolution.

RE-ELECTION OF DIRECTOR

As per section 20.2 of the Company's Constitution, dealing with the retirement of Directors, Mr Gordon Galt, will retire from office at the 2018 Annual General Meeting.

In accordance with the requirements of section 20.2 of the Constitution, Gordon is eligible for re-election.

Resolution 2 – Re-election of Mr. Gordon Galt

Gordon is a mining engineer with extensive coal industry experience. From 1991 Gordon was Operations Manager, then General Manager at Ulan Coal in the NSW Hunter Valley. He became Managing Director at Cumnock Coal in 1996 before taking up roles as Managing Director with Newcrest Mining and in investment banking with ABN AMRO respectively.

GLOSSARY

In this Explanatory Memorandum and the Notice of Meeting:

Annual General Meeting means the annual general meeting of the Company to be convened by the Notice of Meeting.

Annual Report means the annual report of the Company for the financial year ended 30 June 2018.

ASX means ASX Limited ACN 008 624 691.

Board means the board of Directors of the Company.

Chairman means the chairman of the Board.

Company means NuCoal Resources Ltd ACN 060 352 990.

Constitution means the constitution of the Company currently in force.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Directors means the Directors of the Company as at the date of this Explanatory Memorandum being Gordon Galt, Glen Lewis and Michael Davies.

Explanatory Memorandum means this explanatory memorandum that accompanies and forms part of the Notice of Meeting.

Financial Report means the financial report as set out in the Annual Report for the financial year ended 30 June 2018.

Key Management Personnel means the non-executive Directors of the Company and other executives identified within the Company's 2018 Annual Report.

Listing Rules means the Official Listing Rules of the ASX.

Notice of Meeting means the notice of Annual General Meeting dated 8 October 2018 which this Explanatory Memorandum accompanies and in which the Resolutions are set out.

Ordinary Shares means fully paid ordinary shares in NuCoal.

Proxy Form means the proxy form that accompanies and forms part of the Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Report for the financial year ended 30 June 2018.

Resolution means the resolutions referred to in the Notice of Meeting.

Share means a fully paid ordinary share in the Company.

Share Registry means the Company's share register, Link Market Services Limited.

Shareholder means a holder of Shares in the Company.

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LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Nucoal Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Nucoal Resources Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am on Thursday, 29 November 2018 at Taurus Funds Management Pty Ltd, Suite 4101, Level 41, Gateway, 1 Macquarie Place, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

For Against Abstain*

1 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-election of Mr. Gordon Galt

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am on Tuesday, 27 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Nucoal Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**